

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	
WALLER MARINE, INC.	§	Case No. 17-34230
	§	
DAVID BRICE WALLER	§	
	§	(Jointly Administered)
	§	
Debtors.	§	Chapter 11

**AFFIDAVIT OF PROPOSED FINANCIAL ADVISOR
AND DISCLOSURE OF COMPENSATION**

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, personally appeared JOHN D. BAUMGARTNER, who, being first duly sworn, deposes and says:

1. “I am a Director at Stout Risius Ross, LLC (“Stout”).

2. Neither I, nor Stout and its staff, represent any interest adverse to Waller Marine, Inc. or David Brice Waller (collectively, the “Debtors”), as required by 11 U.S.C. §§ 327(a), 328(a), and 504. Additionally, we are disinterested persons, as defined by 11 U.S.C. § 101(14). I have made an investigation of disinterestedness prior to submitting this Affidavit, which includes a firm-wide conflicts check as to the Debtors, and their secured creditors, unsecured creditors and equity holders. Parties included in the conflict check are shown on **Exhibit A**.

3. Neither I, John D. Baumgartner, Stout, nor any manager, partner, counsel, or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors or their creditors, the United States Trustee, persons employed in the United States Trustee’s office, or any other potential parties-in-interest herein, or their respective attorneys, except that I have

worked on a number of prior occasions in the capacity of either a financial consultant or Chief Restructuring Officer with respect to other clients.

4. Due to the size and complexity of these cases, if additional connections are discovered, I will supplement this Affidavit as necessary. I do not believe any of these relationships create an adverse relationship with the Debtors.

5. Accordingly, neither I, nor Stout or its staff, represent any interest adverse to the Debtors, their estates, creditors, equity holders, or affiliates in the matter upon which we are to be engaged, and we are a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code.

6. Stout’s duties and responsibilities will be as follows:

- a. Preparation of cash forecasts, including creation and roll-forward of 13-week cash budget;
- b. Periodic Budget to Actual variance analysis;
- c. Analysis of planned disbursements and proposed vendor payments;
- d. Overall vendor management;
- e. Identification of short and long term liquidity enhancements;
- f. Preparation of schedules, analyses and projections to support a plan of reorganization;
- g. Assistance with preparation of monthly operating reports;
- h. Analysis of assumption and rejection issues regarding executory contracts and leases;
- i. Assist with the claims resolution procedures, including, but not limited to, analyses of creditors’ claims by type and entity; and
- j. Assistance with preparation of court-required reports
- k. As needed, provide assistance with preparation of pleadings
- l. Other tasks necessary to carry out Stout’s fiduciary duty to the Company

7. I have agreed to act as Financial Advisor on the following terms. The compensation to be paid shall be an hourly rate payable monthly.

8. The undersigned further states that I have not shared, or agreed to share compensation from this engagement with any person or to otherwise violate the fee-splitting prohibition of 11 U.S.C. §504.

Further affiant sayeth not”.


JOHN D. BAUMGARTNER

SUBSCRIBED AND SWORN TO BEFORE ME, on this 28th day of September, 2017.


NOTARY PUBLIC, STATE OF TEXAS

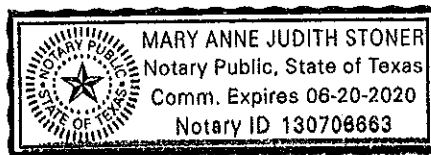


EXHIBIT A

The following parties were included in the firm-wide conflict check conducted by Stout.

Debtor

Waller Marine
David Brice Waller

Office of the US Trustee

Creditors in order of unsecured claim

Comerica Bank
Haynes and Boone, LLP
Hoover Hull Turner
Anderson Burnside PLLC
Timmerman Beaulieu Kinkle & Esworth, LL
Trev-Co, Inc.
Cameron Rental Properties
America Express
Bank of America – Master Card
Jensen Maritime Consultants, Inc.
Maine Marine Composites
Chase Card Services
Capital One Bank USA
Noise Control Engineering LLC
Colin Fairey
All-Tex Boiler & Plumbing
Adrian Waller
IPFS Corporation
Capital Roofing Construction, LLC
Aston Corporate Managers, Ltd.

Other Involved Parties

ABS Americas
Adrian Waller
ADT Security Services, Inc.
Allen Pac
Alpha Elevator Inspections
Alpha Laser
Amtech Elevators
Anthony Waller
Assurant/Sun Life
AT&T Mobility

Other Involved Parties - continued

Brock Breaux
Business First Bank
Cameron Parish Tax Collector
Capital Roofing Construction LLC
Citibank
Comcast Corp.
Comcast-Trunking Services
Corral Tran Singh
David Bruce Waller
Discovery Consulting & Computer Services
Environmental Matters HVAC LLC
Evan Visser
Harris County Alarm
Harris County et al
Harris County Tax Assessor
Hartford Accident & Indemnity Company
Hugh Haggerty
Irene Waller
Joel Burns
Jonathan J Gelman
Jones Walker LLP
Joyce Waller
Kaplan Leaman and Wolfe Court Reporters
Klein Independent School District
Libeau Berthelot
Linebarger Goggan Blair & Sampson LLP
Okin and Adams LLP
Parkwood of Northchase
Paul Alexander
ProTex
Q-LNC Transport LLC
Republic Group
Spring Independent School District
Staines & Eppling
Stephen James McKillop
Stephen John McKillop
Stephen Koch
Stephen Wolverton
Steven Stapleton

Susan Tran
Texas Comptroller of Public Accounts and Tax
Thomson Reuters
Toyota Motor Credit Corp.
TXU Energy Retail
United Health Group, Inc.
US Bank-Cincinnati, OH
Waller Marine
Wells & Cuellar, PC
William Hayden

EXHIBIT B

During the past 3 years, Stout was engaged on a matter in which the following parties were involved. None of the matters related to Waller Marine.

Okin and Adams, LLP
Linebarger Goggan Blair & Sampson LLP
Harris County
Haynes and Boone, LLP
Comerica Bank
Hoover Hull Turner LLP
Anderson Burnside PLLC
Timmerman Beaulieu Hinkle & Esworthy, LLC
Capital One Bank USA